

RECORDATION NO.

25709-1

JUN 04 '09

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SURFACE TRANSPORTATION BOARD

June 4, 2009

Anne K. Quinlan, Esquire  
Acting Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment to Security Agreement, dated as of May 15, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Security Agreement previously filed with the Board under Recordation Number 25709-B. The schedule attached to the Amendment is intended to provide, where appropriate, an updated schedule of the current reporting marks and road numbers of certain units of the railroad equipment and any change, where appropriate, in the lessee of such equipment subject to the Security Agreement.

The names and addresses of the parties to the enclosed document are:

Debtor/Assignor: Infinity Rail, LLC  
1355 Peachtree Street  
Suite 750 - South Tower  
Atlanta, GA 30309

Secured Party/  
Assignee: The CIT Group/Equipment Financing, Inc.  
30 South Wacker, Suite 3000  
Chicago, IL 60606

Anne K. Quinlan, Esquire  
June 4, 2009  
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A description of the railroad equipment covered by the enclosed document is:

Lease covering 71 boxcars within the series ATW 210000 - ATW 210099 (previously marked within the series SAN 10000 - SAN 10099) as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Amendment to Security Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclos

JUN 04 '09

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**MEMORANDUM OF AMENDMENT TO SECURITY AGREEMENT SURFACE TRANSPORTATION BOARD**

1. A Memorandum of Security Agreement, dated July 14, 2005, between The CIT Group/Equipment Financing, Inc. ("CIT") and Infinity Rail, LLC, a Georgia limited liability company ("IR") was recorded with the Surface Transportation Board on July 14, 2005 and given recordation number 25709-B (the "Memorandum"). Said Memorandum was filed pursuant to the Security Agreement identified below, whereby IR granted to CIT, as security for certain obligations of IR to CIT, a security interest in all of IR's right, title, and interest in and to the lease of certain railroad equipment each identified on Schedule 4(a) attached to the Memorandum.

2. "Security Agreement" means the Security Agreement dated as of June 7, 2005, between IR and CIT.

3. The Security Agreement has been updated to provide a description of the lease (as set forth on Schedule I attached hereto) under which the railroad equipment also identified on Schedule I attached hereto is currently subject.

4. The parties wish to show for the public record said update by the filing of this Memorandum of Amendment to Security Agreement. For the avoidance of doubt, the changes to the current description of the lease pursuant to which the railroad equipment reflected on Schedule I hereto are subject shall be incorporated by this reference into Schedule 4(a) of the Memorandum.

5. This Memorandum of Amendment to Security Agreement may be signed in counterpart or duplicate copies, and any signed counterpart or duplicate copy shall be equivalent to a signed original for all purposes.

[Execution on next page; remainder of this page intentionally left blank]

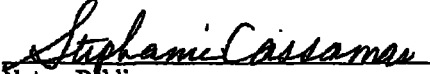
IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed as of  
May 15, 2009.

INFINITY RAIL, LLC  
By Infinity Asset Management, LLC as Manager

By: 

State of Georgia        )  
                                  ) ss:  
County of Fulton        )

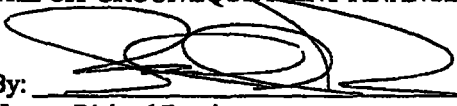
On May 15, 2009, before me personally appeared Jeffrey Edelman, to me personally known, who being by me duly sworn says that he is President of Infinity Asset Management, LLC, Manager of Infinity Rail, LLC, and that he executed the foregoing instrument on behalf of said limited liability company by authority of its board of managers, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability company.

  
Notary Public  
My commission expires:

[NOTARIAL SEAL]  
Notary Public, DeKalb County, Georgia  
My Commission Expires Aug. 2, 2009

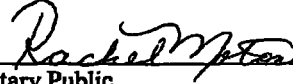
[Execution continued on next page; remainder of this page intentionally left blank]

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By:   
Name: Richard Rossi  
Title: Senior Director

State of Illinois     )  
                              ) ss:  
County of Cook     )

On May 15, 2009, personally appeared before me Richard Rossi, to me personally known, who being by me duly sworn, said that he is a Senior Director of The CIT Group/Equipment Financing, Inc., that such instrument was signed on behalf of such corporation by the authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of such corporation.

  
Notary Public  
My commission expires:

[NOTARIAL SEAL]



# SCHEDULE I

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	APR Code
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10000	ATW	210000	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10003	ATW	210003	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10015	ATW	210015	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10016	ATW	210016	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10026	ATW	210026	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10031	ATW	210031	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10037	ATW	210037	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10041	ATW	210041	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10047	ATW	210047	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10049	ATW	210049	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10051	ATW	210051	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10057	ATW	210057	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10059	ATW	210059	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10063	ATW	210063	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10067	ATW	210067	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10072	ATW	210072	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10075	ATW	210075	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10077	ATW	210077	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10079	ATW	210079	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10084	ATW	210084	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10086	ATW	210086	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10089	ATW	210089	B414
Georgia Florida Railnet	September 30, 2004	Grandfathered Boxcar	SAN	10094	ATW	210094	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10002	ATW	210002	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10004	ATW	210004	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10008	ATW	210008	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10009	ATW	210009	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10010	ATW	210010	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10011	ATW	210011	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10013	ATW	210013	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10018	ATW	210018	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10020	ATW	210020	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10021	ATW	210021	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10022	ATW	210022	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10023	ATW	210023	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10024	ATW	210024	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10027	ATW	210027	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10028	ATW	210028	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10030	ATW	210030	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10033	ATW	210033	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10034	ATW	210034	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10036	ATW	210036	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10038	ATW	210038	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10040	ATW	210040	B414

Customer Name	Start Date	Car Type	Original Mark	Original Number	Current Mark	Current Number	AP Code
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10043	ATW	210043	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10046	ATW	210046	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10048	ATW	210048	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10050	ATW	210050	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10055	ATW	210055	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10056	ATW	210056	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10058	ATW	210058	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10061	ATW	210061	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10062	ATW	210062	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10064	ATW	210064	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10065	ATW	210065	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10066	ATW	210066	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10069	ATW	210069	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10070	ATW	210070	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10071	ATW	210071	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10074	ATW	210074	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10076	ATW	210076	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10078	ATW	210078	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10080	ATW	210080	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10081	ATW	210081	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10082	ATW	210082	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10083	ATW	210083	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10087	ATW	210087	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10088	ATW	210088	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10090	ATW	210090	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10096	ATW	210096	B414
New Orleans Public Belt Railroad	February 1, 2006	Grandfathered Boxcar	SAN	10099	ATW	210099	B414

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

6/4/09



\_\_\_\_\_  
Robert W. Alvord